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7 [Proposed] Counsel for Debtors in Possession

8 [Proposed] Counsel for Debtors in Possession

9 **UNITED STATES BANKRUPTCY COURT**

10 **DISTRICT OF NEVADA**

11 In re
 12 DOUBLE JUMP, INC.
 13 Debtor.

14 Affects ALL Debtors
 15 _____ Affects Double Jump, Inc.
 16 _____ Affects Dora Dog Properties, LLC
 17 _____ Affects Dog Blue Properties, LLC
 18 _____ Affects Brandy Boy Properties, LLC
 19 _____ Affects 475 Channel Road, LLC
 20 _____ Affects Park Road, LLC
 21 _____ Affects 140 Mason Circle, LLC
 22 _____ Affects DC Solar Solutions, Inc.
 23 _____ Affects DC Solar Distribution, Inc.

Lead Case No.: BK-19-50102-btb
 Chapter 11

Proposed Joint Administration with:

19-50103-btb	Dora Dog Properties, LLC
19-50104-btb	Dog Blue Properties, LLC
19-50105-btb	Brandy Boy Properties, LLC
19-50106-btb	475 Channel Road, LLC
19-50108-btb	Park Road, LLC
19-50109-btb	140 Mason Circle, LLC
19-50130-btb	DC Solar Solutions, Inc.
19-50131-btb	DC Solar Distribution, Inc.

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 25 **DECLARATION OF SETH R. FREEMAN
 IN SUPPORT OF DEBTORS'
 26 EMERGENCY MOTION FOR ENTRY OF
 27 INTERIM AND FINAL ORDERS (I)
 28 AUTHORIZING DEBTORS TO OBTAIN
 POSTPETITION SECURED FINANCING,
 (II) SCHEDULING FINAL HEARING, AND
 (III) GRANTING RELATED RELIEF**

Hearing Date: OST Requested
 Hearing Time: OST Requested

I, Seth Freeman, hereby declare under penalty of perjury of the laws of the United States of America that the following is true to the best of my knowledge, information, and belief:

1. I am the proposed Chief Restructuring Officer (“CRO”) of Double Jump, Inc. (“Holdings”), DC Solar Solutions, Inc. (“Solutions”), DC Solar Distribution, Inc. (“Distribution”),

1 and DC Solar Freedom, Inc. (“Freedom”)¹ (collectively, the “Company,” or “DC Solar”), certain of
 2 the debtors and debtors-in-possession in the above-captioned cases. I am the independent manager
 3 of debtor entities Brandy Boy Properties, LLC, Dog Blue Properties, LLC, Dora Dog Properties
 4 LLC, 475 Channel Road, LLC, Park Road, LLC, and 140 Mason Circle, LLC (together, the “Real
 5 Estate Debtors,” and together with the Company, the “Debtors”), and I am familiar with the assets,
 6 liabilities, background, and operations of the Real Estate Debtors as a result of assembling
 7 information assisting in preparation of their respective Chapter 11 filings.

8 2. I submit this declaration (this “Declaration”) in support of the Debtors’ emergency
 9 motion for entry of interim and final orders (I) authorizing Debtors to obtain postpetition secured
 10 financing, (II) scheduling final hearing, and (III) granting related relief (the “Motion”).² I am over
 11 the age of 18, competent to testify, and authorized to submit this Declaration on behalf of the
 12 Debtors.

13 3. I have more than 30 years of diverse insolvency and restructuring experience
 14 including financial advisory, operational and financial restructuring, controlled wind-downs,
 15 transaction management, arranging new financing, fiduciary, litigation support, insolvency and debt
 16 resolution, market-entry strategies, compliance, fraud investigation and recovery and complex
 17 dispute negotiation. I am a director of the Bay Area Bankruptcy Forum, a member of the CTP
 18 Certification Oversight Committee of the Turnaround Management Association and a past director of
 19 the Turnaround Management Association, Northern California Chapter. I hold an MBA in
 20 International Management from Thunderbird School of Global Management and a Bachelor of Arts
 21 in Management from St. Mary’s College of California, and am a Certified Insolvency &
 22 Restructuring Advisor (CIRA), a Certified Turnaround Professional (CTP) and a licensed California
 23 real estate broker and general building contractor.

24 4. As a result of my tenure with the Company, my involvement in the Debtors’ chapter
 25 11 filings, my review of the Debtors’ available business records, and my discussions with members

26 1 The Debtors in the above-captioned cases anticipate that Freedom will file its own chapter 11 petition promptly,
 27 and will seek joint administration of its chapter 11 case together with the above-captioned cases.

28 2 Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Motion.

1 of the Debtors' management teams, all in the ordinary course of my regular duties, I am familiar
2 with the Debtors' current day-to-day operations, business affairs, and books and records. Except as
3 otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness,
4 would testify competently thereto. Except as otherwise stated, all facts set forth in this Declaration
5 are based on my personal knowledge, my discussions with other members of the Debtors' senior
6 management and staff and my review of available relevant documents in the ordinary course of my
7 regular duties, or my opinion, based on my experience and knowledge of the Debtors' operations
8 and financial conditions. In making this Declaration, I have relied in part on information and
9 materials that the Debtors' personnel and advisors have gathered, prepared, verified, and provided to
10 me, in each case under my supervision, at my direction, and for my use in preparing this Declaration.
11 My reliance on such information is routine in connection with my financial advisory services and
12 background. However, my access and the access of the Debtors, their personnel, and their advisors
13 to relevant information and materials has been limited due to the seizure by the federal government
14 of the Debtors' assets that remains in the possession of the federal government.

15 5. This declaration supplements my previously submitted Omnibus Declaration in
16 support of the Debtors' First Day Motions (the "First Day Declaration"). As discussed in the First
17 Day Declaration, the operations of the Company are at a critical juncture, and the Debtors have been
18 left without funds to operate as a result of the government's seizure. The Debtors require funding to
19 market the Company's assets (including leased units) for sublease and/or sale, and to ensure that the
20 Real Estate Debtors can continue to satisfy lease obligations to tenants and lessees. The proceeds of
21 the DIP Financing are necessary for such basic expenses as insurance and taxes, which are essential
22 to preserving the value of the Debtors' assets, including the Real Property Collateral, for the benefit
23 of all stakeholders. The proposed DIP Financing provides the Debtors with the necessary liquidity
24 to support those objectives, and with substantial flexibility to continue their core operations during
25 the pendency of these Chapter 11 Cases.

26 6. As discussed more extensively in the Motion, the DIP Financing consists of a
27 multiple-draw loan in a principal amount of either \$20,500,000 (a "Senior DIP Facility") or
28 \$10,000,000 (a "Junior DIP Facility"). The Lender may choose to implement either a Senior DIP

1 Facility (which requires the payment in full in cash of all outstanding secured debt on the Real
 2 Property Collateral³), or a Junior DIP Facility (which does not require payment of outstanding
 3 secured debt on the Real Property Collateral). This lack of any “priming” lien feature is important to
 4 the Debtors and their professionals, since it protects and preserves the existing mortgages on the
 5 Real Property Collateral (or, in the alternative, satisfies those lenders in full in cash). Furthermore,
 6 the DIP Financing contains no financial covenants, and a one-month grace period from providing
 7 updated budgets or variance reports to the DIP Lender.

8. Prior to the Petition Date, the Debtors and their professionals approached seven (7) potential DIP lenders, including one (1) strategic party and six (6) financial lenders. A number of the lenders performed on-site due diligence, and I personally participated in lengthy diligence discussions with four (4) of the potential lenders. The Debtors ultimately received four (4) term sheets from interested lenders, and engaged in negotiations with all four (4) interested lenders to secure the best financing terms available to the Debtors. Following hard-fought, arms-length negotiations between the Debtors and the Lender, ultimately the Debtors chose to proceed with the Lender. In the view of the Debtors' boards of directors, management, managers, and members, the Lender offered the most certainty, a rapid pathway to securing interim financing, and financing terms that provide the Debtors with the necessary flexibility to operate their core businesses while seeking a potential sale or other exit transaction for the benefit of all stakeholders.

9. The Lender is not an affiliate or an insider of the Debtors, and the Term Sheet was negotiated at arm's length and in good faith by all parties. The Debtors were unable to identify any potential lender who would lend exclusively to the Company based on the strength of the Company's available collateral. Every potential lender who submitted a term sheet required a lien on the Real Property Collateral in order to be able to provide the financing. The Lender is a bona fide lender for value of the Real Property Collateral. Upon the conclusion of the marketing process described above and the negotiation process with the Lender, the Debtors determined in an exercise of their business judgment that the Term Sheet represented the best financing available to the

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 28³ A list of the Properties is attached as Exhibit A hereto, and as Exhibit A to the DIP Term Sheet.

1 Debtors under the present circumstances, and that the DIP financing is critical and necessary to the
 2 Debtors' ongoing operations.

3 9. The Real Estate Debtors collectively own thirty-eight (38) commercial and residential
 4 properties located in California, Texas, Arizona, Nevada, and Mexico. The aggregate purchase price
 5 of the properties exceeds \$40,000,000. The Debtors believe that the current aggregate property
 6 value significantly exceeds the aggregate purchase prices.

7 10. Those properties include the Company's headquarters in Benicia, California, small
 8 commercial properties leased to commercial tenants, and condominiums and other residential
 9 properties rented to residential tenants. The properties are managed by the respective owner entities.

10 11. Historically, the lease and rental revenues generated by the Real Property Collateral
 11 have been largely sufficient to satisfy necessary expenses to manage the Real Property Collateral,
 12 including mortgage payments, maintenance, taxes and insurance.

13 12. The Debtors believe that the aggregate current property value significantly exceeds
 14 the aggregate sum of existing prepetition obligations. As of the Petition Date, the Debtors are aware
 15 of eight (8) mortgages and liens existing as of the Petition Date, totaling \$11,080,028.28. There are
 16 also total estimated unsecured claims of approximately \$920,137.00. Accordingly, the aggregate
 17 sum of total obligations owed by the Real Estate Debtors in liens, mortgages, and unsecured claims
 18 are approximately \$12,000,165.28.⁴

19 13. Notably, under the proposed DIP Financing, the Company is not bearing the risk of
 20 the DIP Financing as the Carpoft family, as the equity holders of the Real Estate Debtors, are the
 21 only parties that bear the risk of the DIP Financing. It is my understanding that the Carpoft family
 22 will be consenting to the Motion.

23 14. As a result of the seizure, I am aware that at least two of the mortgage payments for
 24 the commercial properties are delinquent. Debtor entity 140 Mason Circle LLC received a default
 25 notice from lender Heritage Bank of Commerce dated as of January 14, 2019. The Debtors have
 26 received numerous notices from various contractors and other parties claiming unpaid amounts and,

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 28⁴ Consolidated values across all Real Estate Debtors.

1 in certain cases, asserting mechanics' liens over the subject property. The Debtors are reviewing the
2 notices received to determine which counterparties have properly perfected mechanics' liens on the
3 Real Property Collateral under applicable state law. To my knowledge, the *de minimis* debt on the
4 residential properties is current. To my knowledge, there are no pending criminal, civil judicial,
5 and/or administrative forfeiture proceedings pending against any of the Debtors or the Real Property
6 Collateral.

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1 I declare under the penalty of perjury that the foregoing is true and correct.
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4 Dated: February 4, 2019
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7 By: _____
8 Name: SETH R. FREEMAN
9 Title: Chief Restructuring Officer
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1 **EXHIBIT A**
 2 **LIST OF REAL PROPERTY AND KNOWN SECURITY INTERESTS**

Debtor	Property Address	Secured Party	Amount
475 Channel Road, LLC	473-477 E Channel Road Benicia, CA 94510	Heritage Bank of Commerce	\$1,126,994.00
Park Road LLC	4901 Park Road Benicia, CA 94510	CTBC Bank	\$7,199,716.00
140 Mason Circle LLC	140 Mason Circle Concord, CA 94520	Heritage Bank of Commerce	\$2,319,347.00
Brandy Boy Properties, LLC	1619 Greenside Drive Round Rock, TX 78665		\$168,900.00
Brandy Boy Properties, LLC	7373 E Clubhouse Drive #14 Scottsdale, AZ 85266		
Brandy Boy Properties, LLC	4101 Lake Tahoe Blvd, #217, Lake Tahoe, CA		
Brandy Boy Properties, LLC	4101 Lake Tahoe Blvd, #225, Lake Tahoe, CA		
Brandy Boy Properties, LLC	3779 Overlook Court, Lake Tahoe, CA		
Dora Dog Properties LLC	28 Millthwait Drive Martinez, CA 94553		
Dora Dog Properties LLC	30 Pebble Dunes Court Las Vegas, NV 89141		
Dora Dog Properties LLC	180 Midhill Rd Martinez, CA 94553		
Dora Dog Properties LLC	202 Valley View Court El Sobrante, CA 94803	AMAC Construction and Restoration	\$24,400.00 ⁵
Dora Dog Properties LLC	31 Morello Heights Drive Martinez, CA 94553	AMAC Construction and Restoration	\$46,430.00 ⁶
Dora Dog Properties LLC	207 Valley View Court El Sobrante, CA 94803		
Dora Dog Properties LLC	208 Valley View Court El Sobrante, CA 94803		
Dora Dog Properties LLC	214 Valley View Court El Sobrante, CA 94803		
Dora Dog Properties LLC	820 Shell Avenue Martinez, CA 94553		
Dora Dog Properties LLC	838 Marie Avenue Martinez, CA 94553		
Dora Dog Properties LLC	1208 Roseann Drive Martinez, CA 94553		
Dora Dog Properties LLC	2375 Yale Street Martinez, CA 94553		
Dora Dog Properties LLC	3143 Old Tunnel Road		

27 ⁵ Erroneously recorded with Dog Blue Properties, LLC.

28 ⁶ Erroneously recorded with Dog Blue Properties, LLC.

1		Lafayette, CA 94549		
2	Dog Blue Properties, LLC	40 Iris Lane Walnut Creek, CA 94595		
3	Dog Blue Properties, LLC	250 Arana Drive Martinez, CA 94553		
4	Dog Blue Properties, LLC	811 Brown Street Martinez, CA 94553		\$130,000.00
5	Dog Blue Properties, LLC	1035 Marie Avenue Martinez, CA 94553		
6	Dog Blue Properties, LLC	1062 Mohr Lane #C Concord, CA 94518		
7	Dog Blue Properties, LLC	4801 Blum Road #1 Martinez, CA 94553		
8	Dog Blue Properties, LLC	4800 Blum Rd #3 Martinez, CA 94553		
9	Dog Blue Properties, LLC	4810 Blum Rd #5 Martinez, CA 94553		
10	Dog Blue Properties, LLC	1108 Juniper Ave South Lake Tahoe, CA 96150	AMAC Construction and Restoration	\$64,241.28
11	Dog Blue Properties, LLC	Km 0.5, Camino Viejo a San José, Villa 2801 El Medano Ejidal 23450 Cabo San Lucas B.C.S. Mexico		
12	Dog Blue Properties, LLC	Km 0.5, Camino Viejo a San José, Villa 2606 El Medano Ejidal 23450 Cabo San Lucas B.C.S. Mexico		
13	Dog Blue Properties, LLC	Km 0.5, Camino Viejo a San José, Villa 3409 El Medano Ejidal 23450 Cabo San Lucas B.C.S. Mexico		
14	Dog Blue Properties, LLC	Km 0.5, Camino Viejo a San José, Villa 1709 El Medano Ejidal 23450 Cabo San Lucas B.C.S. Mexico		
15	Dog Blue Properties, LLC	Km 0.5, Camino Viejo a San José, Villa 1308 El Medano Ejidal 23450 Cabo San Lucas B.C.S. Mexico		
16	Dog Blue Properties, LLC	Km 0.5, Camino Viejo a San José, Villa 3209 El Medano Ejidal 23450 Cabo San Lucas B.C.S. Mexico		
17	Dog Blue Properties, LLC	Km 0.5, Camino Viejo a San José, Villa 1605 El Medano Ejidal 23450 Cabo San Lucas B.C.S. Mexico		
18	Dog Blue Properties, LLC	Km 0.5, Camino Viejo a San José, Villa		
19	Dog Blue Properties, LLC			
20	Dog Blue Properties, LLC			
21	Dog Blue Properties, LLC			
22	Dog Blue Properties, LLC			
23	Dog Blue Properties, LLC			
24	Dog Blue Properties, LLC			
25	Dog Blue Properties, LLC			
26	Dog Blue Properties, LLC			
27	Dog Blue Properties, LLC			
28	Dog Blue Properties, LLC			
	Dog Blue Properties, LLC	Km 0.5, Camino Viejo a San		

1		José, Villa 2505 El Medano Ejidal 23450 Cabo San Lucas B.C.S. Mexico		
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EXHIBIT B
DIP BUDGET

DC Solar et al
13-Week Projected Cash Flows

Consolidated DC Solar		#	Cash Budget															Totals	
			1 2/4/2019 2/10/2019	2 2/11/2019 2/17/2019	3 2/18/2019 2/24/2019	4 2/25/2019 3/3/2019	5 3/4/2019 3/10/2019	6 3/11/2019 3/17/2019	7 3/18/2019 3/24/2019	8 3/25/2019 3/31/2019	9 4/1/2019 4/7/2019	10 4/8/2019 4/14/2019	11 4/15/2019 4/21/2019	12 4/22/2019 4/28/2019	13 4/29/2019 5/5/2019	2/4/2019 5/5/2019			
Operating Lease Income			170,000	-	-	-	-	-	-	-	750,000	-	-	-	-	1,125,000	2,045,000		
Equipment Sales			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Note Payments			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Rental Income			30,000	-	-	-	30,000	-	-	-	-	30,000	-	-	-	-	90,000		
Management Fees			118,000	-	-	-	118,000	-	-	-	118,000	-	-	-	-	354,000			
Advertising Revenues			-	-	-	-	-	22,121	44,242	69,128	91,249	116,135	138,256	165,907	647,037				
Total Cash Inflows			318,000	-	-	-	148,000	-	22,121	44,242	937,128	121,249	116,135	138,256	1,290,907	3,136,037			
Direct Costs			20,000	20,000	20,000	20,000	20,000	20,000	99,800	99,800	99,800	179,600	179,600	153,000	1,031,400				
Minimum MSPG Lease Payments			-	-	-	-	-	-	-	-	-	-	-	-	-	-			
Office Services			1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	1,030	13,390			
Payroll & Taxes			-	114,320	-	114,320	-	114,320	-	114,320	-	114,320	-	114,320	-	685,920			
Rent			371,000	-	-	-	371,000	-	-	-	-	371,000	-	-	-	1,113,000			
Communications & Advertising			6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	78,000			
Office & Other			26,925	26,925	26,925	26,925	26,925	27,725	26,925	26,925	26,925	26,925	26,925	26,925	26,925	350,825			
Trailer GPS Costs			24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	319,150			
Travel			2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	29,250			
Telephone			4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	52,000			
Utilities			6,825	21,825	6,825	6,825	6,825	6,825	17,228	6,825	6,825	6,825	6,825	6,825	90,636	197,939			
Insurance			513,508	-	-	-	13,200	-	10,403	108,093	13,200	-	-	-	214,019	872,423			
Towing & Hauling			-	-	-	150,000	-	150,000	-	150,000	-	150,000	-	150,000	-	750,000			
Subtotal Operations			976,088	220,900	91,580	355,900	475,780	356,700	171,380	456,506	279,473	819,900	251,180	515,500	522,410	5,493,297			
Vehicle/Forklift Payments			22,467	-	-	22,467	-	-	22,467	-	-	-	22,467	-	-	89,868			
Other Taxes (NV)			750	750	750	750	750	750	750	750	750	750	750	750	750	9,750			
Income Tax Payments			-	-	-	-	-	-	-	-	-	-	800	-	800				
Sales & Use Tax Payments			-	-	-	10,000	-	-	-	10,000	-	-	-	10,000	30,000				
Contingency			115,385	115,385	115,385	115,385	115,385	115,385	115,385	115,385	115,385	115,385	115,385	115,385	115,380	1,500,000			
Subtotal NonOperations			138,602	116,135	116,135	148,602	116,135	116,135	138,602	126,135	116,135	116,135	139,402	126,130	1,630,418				
Total Cash Outflows			1,114,690	337,035	207,715	504,502	591,915	472,835	287,515	595,108	405,608	936,035	367,315	654,902	648,540	7,123,715			
Subtotal Change in Cash			(796,690)	(337,035)	(207,715)	(504,502)	(443,915)	(472,835)	(265,394)	(550,866)	531,520	(814,786)	(251,180)	(516,646)	642,367	(3,987,678)			
Bankruptcy Related Costs																			
US Trustee Fees			-	-	-	-	-	-	-	-	-	-	-	-	54,331	54,331			
CRO/GlassRatner			-	-	-	-	216,000	-	-	-	216,000	-	-	-	-	432,000			
Skadden, Arps, Slate, Meagher & Flom LLP			-	-	-	-	315,000	-	-	-	315,000	-	-	-	-	630,000			
Clark Hill PLLC			-	-	-	-	125,000	-	-	-	125,000	-	-	-	-	250,000			
Independent Director			12,500	-	-	-	12,500	-	-	-	12,500	-	-	-	-	37,500			
Claims/Noticing Agent			-	-	-	-	15,000	-	-	-	15,000	-	-	-	-	30,000			
Creditors Committee			-	-	-	-	45,000	-	-	-	45,000	-	-	-	-	90,000			
Subtotal			12,500	-	-	-	728,500	-	-	-	728,500	-	-	-	54,331	1,523,831			
DIP Lender																			
Receipt of Cash			3,000,000	-	-	-	-	-	-	1,500,000	-	-	-	-	-	4,500,000			
Interest Payments			-	-	-	-	30,000	-	-	30,000	-	-	-	-	45,000	105,000			
Beginning Cash			-	2,190,810	1,853,775	1,646,060	1,141,558	(60,857)	(533,692)	(799,086)	(1,349,952)	651,568	(891,718)	(1,142,899)	(1,659,545)	-			
Ending Cash			2,190,810	1,853,775	1,646,060	1,141,558	(60,857)	(533,692)	(799,086)	(1,349,952)	651,568	(891,718)	(1,142,899)	(1,659,545)	(1,116,509)	(1,116,509)			
DIP Lender Balance			3,000,000	3,000,000	3,000,000	3,000,000	3,000,000	3,000,000	3,000,000	3,000,000	4,500,000	4,500,000	4,500,000	4,500,000	4,500,000				

DC Solar et al
13-Week Projected Cash Flows

Case # 19-50130

DC Solar Solutions, Inc.		#	1 2/4/2019	2 2/11/2019	3 2/18/2019	4 2/25/2019	5 3/3/2019	6 3/10/2019	7 3/11/2019	8 3/18/2019	9 3/25/2019	10 4/1/2019	11 4/8/2019	12 4/15/2019	13 4/22/2019	Totals 2/4/2019 5/5/2019
Cash Budget	Wk Start Wk End		2/10/2019	2/17/2019	2/24/2019	3/3/2019	3/10/2019	3/17/2019	3/24/2019	3/31/2019	4/7/2019	4/14/2019	4/21/2019	4/28/2019	5/5/2019	
Operating Lease Income			-	-	-	-	-	-	-	-	-	-	-	-	-	
Equipment Sales			-	-	-	-	-	-	-	-	-	-	-	-	-	
Note Payments			-	-	-	-	-	-	-	-	-	-	-	-	-	
Rental Income		30,000	-	-	-	-	30,000	-	-	-	-	30,000	-	-	90,000	
Management Fees		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Advertising Revenues		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Cash Inflows		30,000	-	-	-	-	30,000	-	-	-	-	30,000	-	-	90,000	
Direct Costs		20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	260,000	
Minimum MSPG Lease Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Office Services		565	565	565	565	565	565	565	565	565	565	565	565	565	7,345	
Payroll & Taxes		-	64,700	-	64,700	-	64,700	-	64,700	-	64,700	-	64,700	-	388,200	
Rent		365,000	-	-	-	365,000	-	-	-	-	365,000	-	-	-	1,095,000	
Communications & Advertising		2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	26,000	
Office & Other		24,625	24,625	24,625	24,625	24,625	24,625	24,625	24,625	24,625	24,625	24,625	24,625	24,625	320,125	
Trailer GPS Costs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Travel		2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	2,250	29,250	
Telephone		4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	52,000	
Utilities		6,825	21,825	6,825	6,825	6,825	6,825	6,825	6,825	6,825	6,825	6,825	6,825	6,825	103,725	
Insurance		123,725	-	-	-	13,200	-	-	-	97,325	13,200	-	-	-	130,208	
Towing & Hauling		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Subtotal Operations		548,990	139,965	60,265	124,965	438,465	124,965	60,265	124,965	157,590	503,165	60,265	124,965	190,473	2,659,303	
Vehicle/Forklift Payments		22,467	-	-	22,467	-	-	-	22,467	-	-	-	22,467	-	89,868	
Other - Taxes (NV)		750	750	750	750	750	750	750	750	750	750	750	750	750	9,750	
Income Tax Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sales & Use Tax Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Contingency		115,385	115,385	115,385	115,385	115,385	115,385	115,385	115,385	115,385	115,385	115,385	115,385	115,380	1,500,000	
Subtotal NonOperations		138,602	116,135	116,135	138,602	116,135	116,135	138,602	116,135	116,135	116,135	116,135	138,602	116,130	1,599,618	
Total Cash Outflows		687,592	256,100	176,400	263,567	554,600	241,100	176,400	263,567	273,725	619,300	176,400	263,567	306,603	4,258,921	
Subtotal Change in Cash		(657,592)	(256,100)	(176,400)	(263,567)	(524,600)	(241,100)	(176,400)	(263,567)	(273,725)	(589,300)	(176,400)	(263,567)	(306,603)	(4,168,921)	
Bankruptcy Related Costs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
US Trustee Fees		-	-	-	-	-	-	-	-	-	-	-	-	-	28,931	
CRO/GlassRatner		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Skadden, Arps, Slate, Meagher & Flom LLP		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Clark Hill PLLC		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Independent Director		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Claims/Noticing Agent		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Creditors Committee		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Subtotal		-	-	-	-	-	-	-	-	-	-	-	-	-	28,931	
DIP Lender		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Receipt of Cash		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Interest Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Beginning Cash		-	(657,592)	(913,692)	(1,090,092)	(1,353,659)	(1,878,259)	(2,119,359)	(2,295,759)	(2,559,326)	(2,833,051)	(3,422,351)	(3,598,751)	(3,862,318)	-	
Ending Cash		(657,592)	(913,692)	(1,090,092)	(1,353,659)	(1,878,259)	(2,119,359)	(2,295,759)	(2,559,326)	(2,833,051)	(3,422,351)	(3,598,751)	(3,862,318)	(4,197,852)	(4,197,852)	
DIP Lender Balance		-	-	-	-	-	-	-	-	-	-	-	-	-	-	

DC Solar et al
13-Week Projected Cash Flows

Case # 19-50131

DC Solar Distribution, Inc.	#	Cash Budget													Totals	
		1 2/4/2019 2/10/2019	2 2/11/2019 2/17/2019	3 2/18/2019 2/24/2019	4 2/25/2019 3/3/2019	5 3/4/2019 3/10/2019	6 3/11/2019 3/17/2019	7 3/18/2019 3/24/2019	8 3/25/2019 3/31/2019	9 4/1/2019 4/7/2019	10 4/8/2019 4/14/2019	11 4/15/2019 4/21/2019	12 4/22/2019 4/28/2019	13 4/29/2019 5/5/2019	2/4/2019 5/5/2019	
Operating Lease Income		170,000	-	-	-	-	-	-	-	750,000	-	-	-	-	1,500,000	2,420,000
Equipment Sales		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Note Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Rental Income		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Management Fees		118,000	-	-	-	-	118,000	-	-	-	118,000	-	-	-	-	354,000
Advertising Revenues		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Cash Inflows		288,000	-	-	-	118,000	-	-	-	868,000	-	-	-	-	1,500,000	2,774,000
Direct Costs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Minimum MSPG Lease Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Office Services		465	465	465	465	465	465	465	465	465	465	465	465	465	465	6,045
Payroll & Taxes		-	37,120	-	37,120	-	37,120	-	37,120	-	37,120	-	37,120	-	37,120	222,720
Rent		6,000	-	-	-	6,000	-	-	-	6,000	-	6,000	-	-	-	18,000
Communications & Advertising		4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	52,000
Office & Other		2,300	2,300	2,300	2,300	2,300	3,100	2,300	2,300	2,300	2,300	2,300	2,300	2,300	2,300	30,700
Trailer GPS Costs		24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	24,550	319,150
Travel		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Telephone		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Utilities		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Insurance		389,783	-	-	-	-	-	-	-	10,403	10,768	-	-	-	83,811	494,765
Towing & Hauling		-	-	-	150,000	-	150,000	-	150,000	-	150,000	-	150,000	-	150,000	750,000
Subtotal Operations		427,098	68,435	31,315	218,435	37,315	219,235	31,315	228,838	42,083	224,435	31,315	218,435	115,126	1,893,380	
Vehicle/Forklift Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Taxes		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Income Tax Payments		-	-	-	-	-	-	-	-	-	-	-	-	800	-	800
Sales & Use Tax Payments		-	-	-	10,000	-	-	-	-	10,000	-	-	-	-	10,000	30,000
Contingency		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal NonOperations		-	-	-	10,000	-	-	-	-	10,000	-	-	-	800	10,000	30,800
Total Cash Outflows		427,098	68,435	31,315	228,435	37,315	219,235	31,315	228,838	52,083	224,435	31,315	219,235	125,126	1,924,180	
Net Change in Cash		(139,098)	(68,435)	(31,315)	(228,435)	80,685	(219,235)	(31,315)	(228,838)	815,917	(224,435)	(31,315)	(219,235)	1,374,874	849,820	
Bankruptcy Related Costs		-	-	-	-	-	-	-	-	-	-	-	-	13,241	13,241	
US Trustee Fees		-	-	-	-	-	-	-	-	-	-	-	-	13,241	13,241	
CRO/GlassRatner		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Skadden, Arps, Slate, Meagher & Flom LLP		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Clark Hill PLLC		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Independent Director		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Claims/Noticing Agent		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Creditors Committee		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal		-	-	-	-	-	-	-	-	-	-	-	-	13,241	13,241	
DIP Lender		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Receipt of Cash		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Beginning Cash		-	(139,098)	(207,533)	(238,848)	(467,283)	(386,598)	(605,833)	(637,148)	(865,986)	(50,069)	(274,504)	(305,819)	(525,054)	-	-
Ending Cash		(139,098)	(207,533)	(238,848)	(467,283)	(386,598)	(605,833)	(637,148)	(865,986)	(50,069)	(274,504)	(305,819)	(525,054)	836,579	836,579	
DIP Lender Balance		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

DC Solar et al
13-Week Projected Cash Flows

DC Solar Freedom, Inc.		#	1	2	3	4	5	6	7	8	9	10	11	12	13	Totals	
Cash Budget	Wk Start	2/4/2019	2/11/2019	2/18/2019	2/25/2019	3/3/2019	3/4/2019	3/11/2019	3/17/2019	3/18/2019	3/25/2019	4/1/2019	4/8/2019	4/15/2019	4/22/2019	4/29/2019	2/4/2019
	Wk End	2/10/2019	2/17/2019	2/24/2019	3/3/2019	3/10/2019	3/17/2019	3/24/2019	3/31/2019	4/7/2019	4/14/2019	4/21/2019	4/28/2019	5/5/2019	5/5/2019	5/5/2019	
Operating Lease Income		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Equipment Sales		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Note Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Rental Income		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Management Fees		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Advertising Revenues		-	-	-	-	-	-	-	22,121	44,242	69,128	91,249	116,135	138,256	165,907	647,037	
Total Cash Inflows		-	-	-	-	-	-	-	22,121	44,242	69,128	91,249	116,135	138,256	165,907	647,037	
Direct Costs		-	-	-	-	-	-	-	79,800	79,800	79,800	79,800	159,600	159,600	133,000	771,400	
Minimum MSPG Lease Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Office Services		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Payroll & Taxes		-	12,500	-	12,500	-	12,500	-	12,500	-	12,500	-	12,500	-	12,500	75,000	
Rent		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Communications & Advertising		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Office & Other		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Trailer GPS Costs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Travel		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Telephone		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Utilities		-	-	-	-	-	-	-	-	10,403	-	-	-	-	83,811	94,214	
Insurance		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Towing & Hauling		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Subtotal Operations		-	12,500	-	12,500	-	12,500	79,800	102,703	79,800	92,300	159,600	172,100	216,811	940,614		
Vehicle/Forklift Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other Taxes		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Income Tax Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Sales & Use Tax Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Contingency		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Subtotal NonOperations		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Cash Outflows		-	12,500	-	12,500	-	12,500	79,800	102,703	79,800	92,300	159,600	172,100	216,811	940,614		
Net Change in Cash		-	(12,500)	-	(12,500)	-	(12,500)	(57,679)	(58,461)	(10,672)	(1,051)	(43,465)	(33,844)	(50,904)	(293,577)		
Bankruptcy Related Costs		-	-	-	-	-	-	-	-	-	-	-	-	-	4,875	4,875	
US Trustee Fees		-	-	-	-	-	-	-	-	-	-	-	-	-	4,875	4,875	
CRO/GlassRatner		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Skadden, Arps, Slate, Meagher & Flom LLP		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Clark Hill PLLC		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Independent Director		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Claims/Noticing Agent		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Creditors Committee		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Subtotal		-	-	-	-	-	-	-	-	-	-	-	-	-	4,875	4,875	
DIP Lender		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Receipt of Cash		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Interest Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Beginning Cash		-	-	(12,500)	(12,500)	(25,000)	(25,000)	(37,500)	(95,179)	(153,640)	(164,312)	(165,363)	(208,829)	(242,673)	-	-	
Ending Cash		-	(12,500)	(12,500)	(25,000)	(25,000)	(37,500)	(95,179)	(153,640)	(164,312)	(165,363)	(208,829)	(242,673)	(298,452)	(298,452)		
DIP Lender Balance		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	